



Sample Due Diligence Request List – Life Sciences

The following documentary requests are a sample of due diligence requests that may be asked of life sciences companies as they prepare to go public. These are baseline templates, and counsel will typically customize them for each particular issuer and its particular risk profile.

	<u>Provided</u>	<u>N/A</u>
(A) BASIC CORPORATE DOCUMENTS FOR THE COMPANY:		
(1) Certificate of Incorporation, including amendments.	<input type="checkbox"/>	<input type="checkbox"/>
(2) Bylaws, including amendments.	<input type="checkbox"/>	<input type="checkbox"/>
(3) Minutes of all meetings of directors, committees of directors and stockholders, including copies of notices of all such meetings where written notices were given, and copies of all written consents.	<input type="checkbox"/>	<input type="checkbox"/>
(4) A list of all states and foreign countries where qualified to do business.	<input type="checkbox"/>	<input type="checkbox"/>
(5) A list of all states and foreign countries where the Company operates its business or maintains inventory, owns or leases property or has employees, agents or independent contractors, with approximate size, number of employees and a description of services performed at each location.	<input type="checkbox"/>	<input type="checkbox"/>
(6) A list of all current officers, directors and other key employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(B) SUBSIDIARY CORPORATION DOCUMENTS:		
(1) Same as listed in Section A above for all material subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>
(C) PREVIOUS ISSUANCES OF COMMON STOCK, PREFERRED STOCK, WARRANTS, OPTIONS, DEBENTURES, BONDS OR ANY OTHER SECURITIES:		
(1) A capitalization schedule setting forth the number of authorized, issued, outstanding and treasury shares of each class of securities for the Company as of the most recent practicable date.	<input type="checkbox"/>	<input type="checkbox"/>
(2) Same information as specified in (C)(1) above as of the end of last fiscal year.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(3)	Schedules setting forth all issuances or grants of stock, warrants, options, subscription rights and other ownership interests in the Company by the Company, listing the names and addresses of the issuees or grantees, the amounts issued or granted, the dates of the issuances or grants, and the consideration received by the Company in each case.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	Lists of all current record and beneficial owners of stock of the Company, including addresses, number of shares owned and certificate number.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	Same information as specified in (C)(4) above for holders of any other outstanding securities.	<input type="checkbox"/>	<input type="checkbox"/>
(6)	A list of all options and warrants currently outstanding, including names and addresses of option and warrant holders, the number of options and warrants held by each, the exercise price, expiration date, vesting schedule, and number of shares vested and unvested.	<input type="checkbox"/>	<input type="checkbox"/>
(7)	Rule 701 compliance analyses and related documentation.	<input type="checkbox"/>	<input type="checkbox"/>
(8)	Samples of stock certificates, warrants, options, certificates and any other outstanding securities.	<input type="checkbox"/>	<input type="checkbox"/>
(9)	Copies of any stockholder agreement or other similar agreement covering any portion of the Company's shares (including voting agreements, demand or piggyback registration rights, restrictions on resale, etc.).	<input type="checkbox"/>	<input type="checkbox"/>
(10)	All material written communications with stockholders.	<input type="checkbox"/>	<input type="checkbox"/>
(11)	Equity compensation plans or stock option plans and forms of option agreements that have been used.	<input type="checkbox"/>	<input type="checkbox"/>
(12)	Purchase agreements that have been used for sales of any equity or debt securities of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(13)	Copies of all offering circulars, private placement memoranda and prospectuses relating to the offer or sale of the capital stock or debt of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(14)	Any other agreements or arrangements relating to sales of securities of the Company, including Buy-Sell and Right of First Refusal Agreements, as well as any documents relating to any share repurchase program.	<input type="checkbox"/>	<input type="checkbox"/>
(15)	Copies of all agreements and instruments containing restrictions on transfer, preemptive rights, voting obligations and rights, encumbrances upon, or other restrictions with respect to, the capital stock of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(16)	Permits or other state or federal securities law filings for issuance or transfer of the Company's securities, including Form Ds or any other forms filed to establish an exemption under the Securities Act of 1933.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(17)	Other employee stock plans of any sort.	<input type="checkbox"/>	<input type="checkbox"/>
(18)	Any documents relating to confirmation and acknowledgement of receipt of authorized shares.	<input type="checkbox"/>	<input type="checkbox"/>
(D)	MATERIAL CONTRACTS, AGREEMENTS, INFORMATION AND LITERATURE OF THE COMPANY:		
(1)	A list of material suppliers, licensors, service providers, distributors and manufacturers.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	A list of material customers or collaborators and revenues received from each such customer or collaborator in each of the last five fiscal years and forecast for the current fiscal year.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Descriptions of any significant supplier, vendor, distributor, manufacturer, customer, licensing, collaborative or partnering relationship terminated or suspended within the last five years.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	New products that are expected to be introduced in the next two years and forecast revenues for these products.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	Any material studies relating to products and services.	<input type="checkbox"/>	<input type="checkbox"/>
(6)	Contracts with major distributors, resellers, sales representatives and referral partners, including, without limitation, all agreements with warehouse distributors.	<input type="checkbox"/>	<input type="checkbox"/>
(7)	Contracts with major customers, licensees or other sources of revenue (including any collaborators or partners).	<input type="checkbox"/>	<input type="checkbox"/>
(8)	Sample contracts with other customers, licensees or other sources of revenue (including any collaborators or partners).	<input type="checkbox"/>	<input type="checkbox"/>
(9)	Copies of the standard terms of use (or equivalent legal agreement) used by the Company, in all jurisdictions.	<input type="checkbox"/>	<input type="checkbox"/>
(10)	Contracts with major licensors, services providers, suppliers or manufacturers.	<input type="checkbox"/>	<input type="checkbox"/>
(11)	Sample contracts with other licensors, service providers, suppliers or manufacturers.	<input type="checkbox"/>	<input type="checkbox"/>
(12)	Insurance policies.	<input type="checkbox"/>	<input type="checkbox"/>
(13)	All material agreements relating to competition, noncompetition, solicitation, licensing, territorial arrangements, franchises or distributorships to which the Company is a party.	<input type="checkbox"/>	<input type="checkbox"/>

		Provided	N/A
(14)	Joint venture or partnership agreements.	<input type="checkbox"/>	<input type="checkbox"/>
(15)	Contract Research Organization (CRO) Agreements and forms of clinical trial site agreements.	<input type="checkbox"/>	<input type="checkbox"/>
(16)	Collaboration or other partnering agreements.	<input type="checkbox"/>	<input type="checkbox"/>
(17)	Research and development agreements, including sponsored research agreements.	<input type="checkbox"/>	<input type="checkbox"/>
(18)	Agreements relating to investigator-sponsored clinical trials.	<input type="checkbox"/>	<input type="checkbox"/>
(19)	Technical cooperation agreements.	<input type="checkbox"/>	<input type="checkbox"/>
(20)	Permits and distributorship agreements.	<input type="checkbox"/>	<input type="checkbox"/>
(21)	Import/export licenses.	<input type="checkbox"/>	<input type="checkbox"/>
(22)	Copies of all agreements currently in force and a description of all transactions within the last five years between the Company on the one hand and persons who were or are directors or officers of the Company or the direct or indirect owners of more than 5% of the capital stock of the Company (or their affiliates or family members).	<input type="checkbox"/>	<input type="checkbox"/>
(23)	Product or product candidate literature distributed or to be distributed to third parties on a nonconfidential basis.	<input type="checkbox"/>	<input type="checkbox"/>
(24)	Advertising and marketing literature.	<input type="checkbox"/>	<input type="checkbox"/>
(25)	Other material contracts outstanding or material commitment of or to the Company not evidenced in writing.	<input type="checkbox"/>	<input type="checkbox"/>
(26)	All documentation relating to product acquisitions or licenses.	<input type="checkbox"/>	<input type="checkbox"/>
(27)	A list of current (or likely future) competitors.	<input type="checkbox"/>	<input type="checkbox"/>
(28)	Data protection policies, copies of all internal policies and procedures concerning the use, storage and handling of user information (including Company information security and data protection policies). Copies of all external-facing privacy policies and privacy statements issued or posted by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(29)	Other agreements that are material to the Company or that were entered into other than in the ordinary course of business.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(30)	Correspondence relating to actual or alleged contract breaches.	<input type="checkbox"/>	<input type="checkbox"/>
(E)	FINANCING DOCUMENTS:		
(1)	A copy of all documents and agreements, including amendments, renewal letters, waivers and notices, evidencing outstanding borrowings of the Company and all material correspondence with lenders, including any compliance certificates.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	Copies of all documents and agreements evidencing other material financial arrangements of the Company, including credit agreements, hedging arrangements, sale and lease back arrangements, capitalized leases, inventory financing agreements, construction loans, mortgages, real estate and other material installment purchases, material equipment leases, etc.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Copies and description of all loan transactions, evidences of any indebtedness and other obligations of and to the Company to, or from, any affiliate, stockholder, officer, director or employee.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	A list and copies of guarantees and indemnity undertakings entered into by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	All Uniform Commercial Code financing statements filed and/or Canadian equivalents.	<input type="checkbox"/>	<input type="checkbox"/>
(F)	PROPERTIES:		
(1)	A schedule of all the Company's owned and leased real property and material fixed assets.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	Title reports for any real property owned by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Documentation regarding the purchase or transfer of real property of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	All documents purporting to create liens, mortgages, security agreements, pledges, charges or other encumbrances on real, intellectual or personal property against material assets of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	Lease agreements for offices and other facilities of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(G)	ENVIRONMENTAL AND HEALTH AND SAFETY MATTERS:		
(1)	Environmental or safety studies, audits, assessments or reports prepared by, for or in the possession of the Company and citations, notices, orders or requests relating to matters involving the Company.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(2)	Agreements pursuant to which the Company is obligated to make any payment for environmental cleanup or compliance or is obligated to indemnify any other party for the cost of such cleanup or compliance.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Other documents, records and logs not specifically identified above that relate to potential or alleged violations, investigations, litigation or responsibility under any applicable environmental laws.	<input type="checkbox"/>	<input type="checkbox"/>
(H)	ACQUISITION DOCUMENTS:		
(1)	Agreements regarding divestiture of assets of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	Securities purchase agreements of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Acquisition agreements of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	Asset purchase agreements of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	Documentation of mergers with any predecessor entities.	<input type="checkbox"/>	<input type="checkbox"/>
(6)	All other material documents relating to any major acquisition, disposition, reorganization or other extraordinary corporate event of material significance to the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(7)	A description of all planned acquisitions and dispositions by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(8)	Agreements regarding sales to government entities.	<input type="checkbox"/>	<input type="checkbox"/>
(I)	SEC AND EXCHANGE INFORMATION OF THE COMPANY:		
(1)	All SEC filings and material correspondence with the SEC or any stock exchange, including Nasdaq and the New York Stock Exchange.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	A list and copies of any third-party information used, or to be used, as source material in citations in the S-1 Registration Statement.	<input type="checkbox"/>	<input type="checkbox"/>
(J)	LITIGATION MATTERS:		
(1)	Documentation and correspondence relating to pending or threatened claims, suits, actions, litigation, arbitrations and/or government or administrative proceedings, investigations or inquiries involving the Company or, to the Company's knowledge, any officer or director thereof (or any employee benefit plan or any fiduciary thereof).	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(2)	Copies of documentation and pleadings relating to any lawsuit or arbitration and most recent internal litigation summaries or reports or, if none exist, a description of any material litigation, proceedings, disputes or claims (either pending, threatened or contemplated), including shareholder derivative actions.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Material consent decrees, judgments, other decrees or orders, settlement agreements or similar matters within the last five fiscal years.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	A description and copies of all outstanding orders and judgments of any court or other administrative or regulatory body or arbitrator binding upon the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	All documentation relating to material customer or partner complaints or patterns of repeated customer or partner complaints.	<input type="checkbox"/>	<input type="checkbox"/>
(6)	Correspondence, memoranda and notes concerning any dispute with or threat from suppliers, manufacturers, service providers, competitors or customers regarding any claim for an amount in excess of \$100,000.	<input type="checkbox"/>	<input type="checkbox"/>
(7)	Correspondence with auditors regarding threatened or pending litigation, assessments or claims.	<input type="checkbox"/>	<input type="checkbox"/>
(8)	Correspondence, memoranda and notes concerning United States government contract violations.	<input type="checkbox"/>	<input type="checkbox"/>
(9)	Correspondence, memoranda and notes concerning inquiries from federal, state or foreign tax authorities.	<input type="checkbox"/>	<input type="checkbox"/>
(10)	Correspondence, memoranda and notes concerning inquiries from federal, state, local or other occupational safety and hazard officials.	<input type="checkbox"/>	<input type="checkbox"/>
(11)	Correspondence, memoranda and notes concerning any claim or potential claim involving the prior employment of, or inventions of, any employee or consultant of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(12)	Correspondence, memoranda and notes concerning inquiries from federal, state, local or other authorities regarding equal opportunity violations.	<input type="checkbox"/>	<input type="checkbox"/>
(13)	Correspondence, memoranda and notes concerning warranty claims.	<input type="checkbox"/>	<input type="checkbox"/>
(14)	Attorneys' letters to management on status of lawsuits.	<input type="checkbox"/>	<input type="checkbox"/>
(K)	EMPLOYEE DOCUMENTATION (FOR THE COMPANY EXCEPT WHERE SPECIFICALLY INDICATED):		
(1)	An organization chart indicating the number of employees by department and functional area.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(2)	Employment contracts, material agreements with consultants or independent contractors and commissions arrangements.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Indemnification agreements with directors and officers for the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	Management incentive or bonus plans for the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	Correspondence, memoranda and notes concerning labor or employment disputes, grievances, arbitrations or litigations.	<input type="checkbox"/>	<input type="checkbox"/>
(6)	Correspondence, memoranda and notes concerning any pending or threatened work stoppage(s).	<input type="checkbox"/>	<input type="checkbox"/>
(7)	Collective bargaining agreements, if any.	<input type="checkbox"/>	<input type="checkbox"/>
(8)	Employment, confidentiality, noncompetition or any similar agreements with employees, including noncompetition or any similar agreements between any key employee and an employer other than the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(9)	Copies of all severance plans and summary plan descriptions.	<input type="checkbox"/>	<input type="checkbox"/>
(10)	Copies of all employee pension benefit plan documents (including pension, profit-sharing, 401(k) and retirement plans) and related agreements (including adoption agreements, trust agreements, summary plan descriptions and annuity contracts).	<input type="checkbox"/>	<input type="checkbox"/>
(11)	Copies of IRS determination letters for employee pension benefit plans.	<input type="checkbox"/>	<input type="checkbox"/>
(12)	Copies of all employee welfare benefit plan documents (including health, cafeteria, long-term and short-term disability, and life insurance plans) and summary plan descriptions.	<input type="checkbox"/>	<input type="checkbox"/>
(13)	Copies of Form 5500s (the annual return/report filed with the IRS) for all ERISA plans.	<input type="checkbox"/>	<input type="checkbox"/>
(L) AUDIT DOCUMENTATION:			
(1)	Management letters from auditors concerning internal accounting controls in connection with all audits.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	All letters that have been sent to the Company in connection with all audits.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	A description of any change in accounting policy or procedure during the past five years.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(4)	All documents and correspondence relating to remedial actions taken by the Company in response to revenue recognition issues.	<input type="checkbox"/>	<input type="checkbox"/>
(M)	FINANCIAL DOCUMENTATION:		
(1)	Copies of all audited and unaudited financial statements of the Company for the past five fiscal years.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	A description of and reason for all recent material changes in accountants, accounting methods or principles.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Tax returns for the last five fiscal years.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	Most recent projected financial and cash flow statements.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	Any off-balance-sheet liabilities.	<input type="checkbox"/>	<input type="checkbox"/>
(6)	Current internal budget, operating and financial plans and projections and any reports or papers relating to any long-term budget, capital development, restructuring program or strategic plans.	<input type="checkbox"/>	<input type="checkbox"/>
(7)	Guidelines or other policies relating to the engagement of the Company's auditors, including guidelines or policies relating to the scope of services to be performed by the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>
(8)	A list of all non-audit services performed for the Company by the Company's auditors, including the nature and amount of such services.	<input type="checkbox"/>	<input type="checkbox"/>
(9)	A list of banks or other lenders with which the Company has a financial relationship (with brief descriptions of the nature of each relationship: lines of credit, etc.).	<input type="checkbox"/>	<input type="checkbox"/>
(N)	CONTROLS AND PROCEDURES:		
(1)	All documentation relating to the Company's disclosure controls and procedures, including, but not limited to, Company policies on and amendments to such controls and procedures.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	All material reports, analysis and evaluations by the Company's management and any material correspondence or written material between the Company's management and the Company's outside auditors or audit committee relating to the Company's internal and disclosure controls and procedures and compliance therewith.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(3)	All communications (including emails) and documents relating to questions, allegations or issues raised by “whistleblowers” about the Company’s accounting controls, audit issues, financial reporting and disclosure, or other alleged violations of law.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	Communications to or from auditors regarding any potential accounting issues not otherwise provided.	<input type="checkbox"/>	<input type="checkbox"/>
(O) REGULATORY MATTERS:			
(1)	A list and descriptions of all material permits, licenses, authorizations or approvals by or from any international, federal, state or local governmental authority or agency held by the Company or required for its current or planned operations.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	Each application filed with any regulatory authority in the United States or abroad.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Any correspondence, memoranda or notes relating to the Company concerning inquiries from governmental agencies regarding potential material violations of any law, rule or regulation.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	All correspondence with, reports of or to, filings with, or other material information and documents with respect to any regulatory bodies that regulate material portion(s) of the business or assets of the Company, including any material correspondence from the FDA or foreign counterpart.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	<p>Please identify all preclinical and clinical trials that are currently being conducted by or on behalf of the Company. For each product candidate under development, please identify and provide:</p> <ul style="list-style-type: none"> the name and location of any Contract Research Organization (CRO) involved in the testing; the Phase of product development; the indication for use for which the product candidate is being tested; the current Investigator’s Brochure and all summaries or abstracts of any clinical trial results not otherwise summarized in the current Investigator’s Brochure; any reported Serious Adverse Events associated with the use of the product candidate; and all material correspondence, meeting minutes or other communications to or from the FDA regarding clinical trial protocols, strategies and/or results. 	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(6)	For the most recent clinical trial for each product candidate, the enrollment target, the current or final enrollment, and for any trials currently enrolling patients, whether the enrollment rate is on schedule.	<input type="checkbox"/>	<input type="checkbox"/>
(7)	Please identify whether any clinical trial conducted by or on behalf of the Company has been placed on clinical hold or was terminated prior to completion. If a clinical trial has been placed on clinical hold or was terminated, please provide an explanation and all correspondence to and from the FDA and the Institutional Review Board overseeing the investigation.	<input type="checkbox"/>	<input type="checkbox"/>
(8)	Please identify whether the clinical investigation records for any of the Company's products have been audited by the FDA or any other state or federal agency. If so, please provide all relevant documentation.	<input type="checkbox"/>	<input type="checkbox"/>
(9)	Please identify each product manufacturing or distribution facility and provide a copy of the facility registration for each. For each registered product manufacturing and distribution site, please provide the dates of any FDA, DEA, third-party or state inspections and copies of all audit reports and inspection reports or correspondence within the last five years and any Company responses.	<input type="checkbox"/>	<input type="checkbox"/>
(10)	Please confirm that there have been no Warning Letters, untitled letters or inquiries issued by, or other administrative or judicial actions initiated by, the FDA or the U.S. Federal Trade Commission (FTC) regarding any regulated Company activity.	<input type="checkbox"/>	<input type="checkbox"/>
(11)	Please identify any controlled substances manufactured, imported, processed or distributed by the Company and provide the DEA registrations for each.	<input type="checkbox"/>	<input type="checkbox"/>
(12)	Please provide any inspection reports, notices, warnings or other correspondence to or from the DEA relating to any controlled substances manufactured, imported, processed or distributed by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(P) INTELLECTUAL PROPERTY:			
(1)	A detailed technical description of the Company's product candidates including, without limitation, each component and the concentration thereof.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	A list of all outside counsel that handle intellectual property matters for the Company, including general description of type of matter (e.g., litigation, licensing, patent prosecution), contact names and contact telephone numbers.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Schedule of U.S. and foreign registered trade names, trademarks and service marks and trademark and service mark registration applications currently held by the Company or its affiliates, including (i) identity of each mark; (ii) grant and/or application filing dates; (iii) registration (application) number; (iv) status (that is, registered, renewed, abandoned, Section 8 and 15 affidavits submitted, etc.); (v) country or state where registered; and (vi) a brief description of the products, processes or information covered thereby or subject thereto.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(4)	A complete list of all trade names, trademarks and service marks used by the Company or its affiliates anywhere in the world but not registered, together with its date of first use in the United States and a brief description of the products, processes or information covered thereby or subject thereto.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	Evidence of proper quality control measures pertaining to the Company's exploitation of trade names, trademarks and service marks.	<input type="checkbox"/>	<input type="checkbox"/>
(6)	A schedule of copyright registrations and applications identifying each copyright by (i) title; (ii) registration (application) number; and (iii) date of registration (application).	<input type="checkbox"/>	<input type="checkbox"/>
(7)	A schedule of mask work registrations and applications identifying each registration (application) by (i) title; (ii) registration (application) number; and (iii) date of registration (application).	<input type="checkbox"/>	<input type="checkbox"/>
(8)	Information concerning proprietary information owned by the Company and from which the Company derives economic benefit by keeping it secret, wherein such proprietary information is not protected by copyright, trademark or patent, including processes, programs and confidential information.	<input type="checkbox"/>	<input type="checkbox"/>
(9)	A brief description of the subject matter of trade secrets held by the Company or its affiliates (including licensors and licensees).	<input type="checkbox"/>	<input type="checkbox"/>
(10)	A description of measures taken to ensure secrecy and enforceability of trade secrets held by the Company or its affiliates (including licensors and licensees).	<input type="checkbox"/>	<input type="checkbox"/>
(11)	A description of any disclosure of a trade secret held by the Company or its affiliates (including licensors and licensees) or any breach of measures taken to ensure secrecy and enforceability of trade secrets held by the Company or its affiliates (including licensors and licensees).	<input type="checkbox"/>	<input type="checkbox"/>
(12)	Proprietary information and inventions agreements with employees of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(13)	All confidential disclosure agreements (nondisclosure agreements), noncompetition and nonsolicitation agreements.	<input type="checkbox"/>	<input type="checkbox"/>
(14)	Agreements with those persons and entities who may create, work with or have access to the Company's intellectual property (including employees and independent contractors), evidencing assignment to the Company of rights in intellectual property and confidentiality of trade secrets.	<input type="checkbox"/>	<input type="checkbox"/>
(15)	Copies of all agreements related to technology, know-how, and research and development, partnership, joint venture, strategic alliance and teaming agreements and any supply agreements, distribution agreements or collaboration agreements between the Company and any third party.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(16)	Government grants and related agreements.	<input type="checkbox"/>	<input type="checkbox"/>
(17)	Documents evidencing assignments, licenses or security interests in any patents and patent applications, trademark registrations and applications, and copyrights and documents evidencing recordation thereof.	<input type="checkbox"/>	<input type="checkbox"/>
(18)	Agreements pursuant to which any patent, trademark, service mark or copyright has been sold or transferred (e.g., material transfer agreements) by or to the Company or its affiliates and evidence of recording thereof.	<input type="checkbox"/>	<input type="checkbox"/>
(19)	Copies of all opinions and analyses related to competing technology with respect to the Company's products and technology, including any documents concerning valuation of competitive intellectual property owned by others.	<input type="checkbox"/>	<input type="checkbox"/>
(20)	Copies of all trade name, trademark and service mark registrability, validity and/or infringement searches and opinions requested by the Company or its affiliates, pertaining to the Company or third parties.	<input type="checkbox"/>	<input type="checkbox"/>
(21)	A description of the R&D organization of the Company, including headcount, and details of R&D funding by third parties or affiliates.	<input type="checkbox"/>	<input type="checkbox"/>
(22)	A breakdown of the estimated amounts spent on research and development during each of the last five full fiscal years.	<input type="checkbox"/>	<input type="checkbox"/>
<i>Licenses</i>			
(23)	A copy of all intellectual property licenses where the Company is licensee, including names of parties, dates of expiration, rights granted and any pertinent restrictions such as territory, field or use, or transferability.	<input type="checkbox"/>	<input type="checkbox"/>
(24)	A copy of all intellectual property licenses where the Company is licensor, including names of parties, dates of expiration, rights granted and any pertinent restrictions.	<input type="checkbox"/>	<input type="checkbox"/>
(25)	Royalty agreements of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
<i>Patent Prosecution and Maintenance</i>			
(26)	A schedule of patents, patent registrations and applications identifying each issued, pending and abandoned patent, registration or application (including any reissues, revisions, extensions and reexaminations thereof), U.S., international and foreign, held by the Company or its affiliates (including those held by assignment or license) and stating serial number, title, inventors, assignees, grant and/or filing date, publication number, publication date, issue date, patent number, jurisdiction, expiration date, current status, next action, and a description of the products, processes or information covered thereby or subject thereto.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(27)	English language copies of all patents and patent applications above, all formal papers, patent office correspondence (including prior art) and correspondence with foreign associates, as well as the claims as filed and the currently pending claims. For non-English language applications, provide English translations of the abstract and claims.	<input type="checkbox"/>	<input type="checkbox"/>
(28)	Maintenance and annuity fee records for each patent and patent application.	<input type="checkbox"/>	<input type="checkbox"/>
(29)	Copies of proof of ownership records for all patents and patent applications.	<input type="checkbox"/>	<input type="checkbox"/>
(30)	Copies of Certificates Extending Patent Term under 35 U.S.C. §156, Supplemental Protection Certificates, and patent term extensions for any patent.	<input type="checkbox"/>	<input type="checkbox"/>
(31)	Copies of file histories for all patents and patent applications.	<input type="checkbox"/>	<input type="checkbox"/>
(32)	Copies of all publications and presentations (including scientific abstracts and conferences) made by employees of the Company and/or related to a Company product.	<input type="checkbox"/>	<input type="checkbox"/>
(33)	Descriptions and copies of all invention disclosure policies, forms and related documents related to any patent or patent application held by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(34)	Identification of all patents and patent applications held by the Company and related to inventions made under federal funding, e.g., NIH, or other grants, and confirmation of compliance with the Bayh-Dole Act.	<input type="checkbox"/>	<input type="checkbox"/>
(35)	A description of current manufacturing methods for each Company product and product candidate.	<input type="checkbox"/>	<input type="checkbox"/>

Litigation Preparation and Enforcement of Intellectual Property

(36)	Files concerning any and all prior, actual, threatened or pending patent infringement litigation or inventorship disputes, whether brought by the Company against another or by another against the Company. Provide the current status of any ongoing proceedings or negotiations and copies of settlement agreements and releases.	<input type="checkbox"/>	<input type="checkbox"/>
(37)	Identification of all refile, reexamination, interference, reissue, confirmation of scope, invalidation, revocation, nullity or opposition, and other <i>inter partes</i> and post-grant proceedings for any of the aforementioned patents or patent applications.	<input type="checkbox"/>	<input type="checkbox"/>
(38)	Identification of any encumbrances, liens, security interests, etc., on relevant patents, patent applications and trademarks.	<input type="checkbox"/>	<input type="checkbox"/>

		<u>Provided</u>	<u>N/A</u>
(39)	Descriptions of all assertions of infringement against the Company or its affiliates, or any license offers received by the Company or its affiliates, within the past five years, concerning patents, trademarks, copyrights, trade secrets, know-how or other intellectual property, including plaintiff parties, and the status of any negotiations or correspondence concerning such assertions.	<input type="checkbox"/>	<input type="checkbox"/>
(40)	Files for any threatened or pending litigation brought by the Company asserting that a third party is or was infringing or diluting the intellectual property rights of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(41)	Copies of all documents pertaining to disputes involving the Company's or third-party trade names, trademarks and service marks, as well as identification of marks and/or trade name involved, including plaintiff parties, and the status of any negotiations or correspondence concerning such assertions.	<input type="checkbox"/>	<input type="checkbox"/>
(42)	Enforcement files, including cease and desist letters sent or received and agreements of any kind restricting use of any intellectual property by the Company or by any third party.	<input type="checkbox"/>	<input type="checkbox"/>
(43)	A description of any known infringement of the Company's intellectual property rights used in business by former employees or other third parties and a description of policies and procedures used in enforcing intellectual property rights.	<input type="checkbox"/>	<input type="checkbox"/>
(44)	Copies of correspondence from the Company accusing others of infringing any patent, offering a license under any patent or patent application, and/or notifying another of a patent or patent application held by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(45)	Communications from any third party relating to the validity or ownership of the Company's intellectual property rights or infringement by the Company of any third-party intellectual property rights or notifying the Company of any third-party intellectual property rights.	<input type="checkbox"/>	<input type="checkbox"/>

Products and Candidates

(46)	A list of all products and devices, identifying the product by structure or sequence and its uses, development status (i.e., marketed, approved, clinical development), applicable trade name and all related patents and patent applications held by the Company. Include a brief description of the claimed subject matter and its relationship with the product.	<input type="checkbox"/>	<input type="checkbox"/>
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Publications and Manuscripts

(47)	Copies of all publications and presentations (including scientific abstracts and conferences) related to a Company product and/or made by the Company or the Company's employees, consultants or agents, including identification of the author, title, date of publication and a brief summary of the subject matter.	<input type="checkbox"/>	<input type="checkbox"/>
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		<u>Provided</u>	<u>N/A</u>
(48)	A list of all manuscripts prepared by the Company or the Company's employees, consultants or agents relating to the Company's technology, including identification of the author, title, date of publication and a brief summary of the subject matter.	<input type="checkbox"/>	<input type="checkbox"/>
(Q)	MISCELLANEOUS:		
(1)	Analyses of the Company or its industry prepared by investment bankers, engineers, management consultants, accountants or others, including marketing studies, credit reports and other types of reports, financial or otherwise.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	All significant recent management, marketing, sales or similar reports or memoranda relating to broad aspects of the business, operations or products of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	Internal or external appraisals or valuations of the Company, its assets, properties, financial position or future prospects, including any presentations given to lenders, potential lenders or rating agencies in the last five fiscal years.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	Results of any internal or external investigation into potential wrongdoing at the Company, including any investigation summaries or conclusions.	<input type="checkbox"/>	<input type="checkbox"/>
(5)	Any other documents or information that, in your judgment, could be significant to the business of the Company or that should be considered and reviewed in making disclosures regarding the business and financial condition of the Company to prospective investors.	<input type="checkbox"/>	<input type="checkbox"/>